



METAIR GROUP INTERNAL AUDIT CHARTER

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1. INTRODUCTION

The board is ultimately responsible for overseeing the establishment of effective systems of internal control in order to provide reasonable assurance that the company's financial and non-financial objectives are achieved. The board has delegated the oversight of internal audit to the Metair Audit Committee. Executing this responsibility includes the establishment of an internal audit function, either in house or outsourced to an Internal Audit Service Provider, in accordance with this document.

Internal control is understood to mean the processes aimed at achieving reasonable assurance about the realisation of the following objectives:

- i. the accomplishment of established objectives and goals for operations and programmes;
- ii. the economical and efficient use of resources;
- iii. the reliability and integrity of financial and non-financial information;
- iv. compliance with relevant policies, procedures, laws and regulations;
- v. safeguarding of assets.

The board will have the primary responsibility of appointing a Chief Internal Auditor/ outsourced Internal Audit service provider with the necessary competence, gravitas and objectivity, and removing the Chief Internal Auditor/outsourced Internal Audit service provider on recommendation of the Audit Committee and should ensure that the position carries the necessary authority.

The board, through the Audit Committee needs to ensure that the arrangements of internal audit provides for the necessary skills and resources to address the complexity and volume of risk faced by Metair.

The Audit Committee to approve the employment contract and remuneration of the Chief Internal Auditor/outsourced Internal Audit service provider. Additionally, the Audit Committee should approve the risk based internal audit plan.

The Audit Committee should oversee the performance of the outsourced service provider as well as the related remuneration in terms of the contract and service level agreement.

The Audit Committee should ensure that a quality assurance and improvement program has been established and that results are reviewed annually.

2. PURPOSE OF INTERNAL AUDIT

The purpose of internal audit is to provide independent, objective assurance and consulting services designed to add value and improve [operations]. The mission of internal audit is to enhance and protect organizational value by providing risk-based and objective assurance, advice, and insight. Internal audit helps Metair accomplish its objectives by bringing a systematic, disciplined approach to evaluate and improve the effectiveness of governance, risk management, and control processes.

Internal Audit is uniquely suited to perform the following services:

- Independent assurance – An objective examination of evidence for the purpose of providing an independent assessment on the adequacy and effectiveness of risk management, control and governance processes for the organisation. Identify and evaluation major risk areas of the company and to ensure that such risks are periodically assessed, through the risk management and audit review processes, for their financial impact and adequacy of the systems of internal controls that mitigate these risks.
- Adequate and effective risk management, control and governance processes reduce but cannot eliminate, the possibility of poor judgement in decision making, human error, control processes

being deliberately circumvented by employees and others, management overriding control and the occurrence of unforeseeable circumstances.

- Adequate and effective risk management, control and governance processes therefore provide reasonable, but not absolute, assurance that Metair will not be hindered in achieving its business objectives, or in the orderly and legitimate conduct of its business.
- Consulting - Advisory and related client service activities, the nature and scope of which are agreed with the client, are intended to add value and improve an organization's governance, risk management, and control processes without the internal auditor assuming management responsibility.

Internal Audit enhances Metair's:

- Successful achievement of its strategic objectives.
- Governance, risk management and control processes.
- Decision-making and oversight.
- Reputation and credibility with its stakeholders.
- Ability to serve the public interest.

Internal audit is most effective when:

- Internal auditing is performed by competent professionals in conformance with the IIA's Global Internal Audit Standards, which are set in the public interest.
- The internal audit function is independently positioned with direct accountability to the board.
- Internal auditors are free from undue influence and are committed to making objective assessments.

Internal audit will provide a written assessment on the effectiveness of the system of internal controls and risk management to the Board. An assessment, based on a written documented review of the internal financial controls will be reported directly to the Audit Committee.

3. SCOPE OF WORK

The scope of internal audit activities encompasses, but is not limited to, objective examinations of evidence for the purpose of providing independent assessments to the Audit Committee, management, and outside parties on the adequacy and effectiveness of governance, risk management, and control processes. Internal audit assessments include evaluating whether:

- Risks relating to the achievement of strategic objectives are appropriately identified and managed.
- The actions of Metair's officers, directors, employees, and contractors are in compliance with policies, procedures, and applicable laws, regulations, and governance standards.
- The results of operations or programs are consistent with established goals and objectives.
- Operations or programs are being carried out effectively and efficiently.
- Established processes and systems enable compliance with the policies, procedures, laws, and regulations that could significantly impact Metair.
- Information and the means used to identify, measure, analyse, classify, and report such information are reliable and have integrity.
- Adequate and efficient controls are in place to mitigate risks within the business
- Resources and assets are acquired economically, used efficiently, and protected adequately.

- Opportunities for improving the efficiency of governance, risk management and control processes may be identified during advisory engagements. These opportunities will be communicated to the appropriate level of management.

4. ACCOUNTABILITY

The Metair Chief Internal Auditor/outsourced Internal Audit provider, in the discharge of his/her/their duties, shall be accountable to the Chairperson of Metair Audit Committee and the Metair Chief Executive Officer to:

- Provide annually an assessment on the adequacy and effectiveness of the Group's corporate governance, risk management and internal control processes for controlling its activities and managing its risk in the areas set forth under the purpose and scope of work;
- Report significant issues related to the processes for controlling the activities of the
- Group, including potential improvements to those processes, and provide information concerning such issues through resolution;
- Periodically provide information on the status and results of the annual audit plan and the sufficiency of Metair Internal Audit resources; and
- Coordinate with and provide oversight of other control and monitoring functions (risk management, compliance, legal, ethics, environmental, external audit).

5. INDEPENDENCE

To provide for the independence of the internal audit function, the Chief Internal Auditor of Metair will report functionally to the Chairperson of the Audit Committee and administratively to the Chief Executive Officer (or his designated deputy), and has access to the Chairperson of the Board, thereby ensuring the degree of independence essential to the effectiveness of internal auditing.

The Chief Internal Auditor/outsourced Internal Audit service provider will not be a member of executive management should in-house internal audit be done, but should be invited to attend executive meetings, as necessary, to be informed about strategy and policy decisions and their implementation. When the internal audit function is outsourced, the board should ensure that there is clarity on who fulfils the role of the Chief Internal Auditor.

The Chief Internal Auditor/ outsourced Internal Audit service provider will be positioned at a level in the organisation that enables internal audit services and responsibilities to be performed without interference from management, thereby establishing the independence of the internal audit function. This positioning provides the organisational authority and status to bring matters directly to senior management and escalate matters to the board, when necessary, without interference and supports the internal auditors' ability to maintain objectivity.

The Chief Internal Auditor/ outsourced Internal Audit service provider will confirm to the board, at least annually, the organisational independence of the internal audit function. If the governance structure does not support organisational independence, the Chief Internal Auditor/ outsourced Internal Audit service provider will document the characteristics of the governance structure limiting independence and any safeguards employed to achieve the principle of independence. The Chief Internal Auditor/outsourced Internal Audit service provider will disclose to the board any interference internal auditors encounter related to the scope, performance or communication of internal audit work and results. The disclosure will

include communicating the implications of such interference on the internal audit function's effectiveness and ability to fulfill its mandate.

6. RESPONSIBILITY

The Chief Internal Auditor/outsourced Internal Audit service provider has the responsibility to:

- Submit, at least annually, to senior management and the Audit Committee a risk-based internal audit plan for review and approval.
- Communicate to senior management and the Audit Committee the impact of resource limitations on the internal audit plan.
- Review and adjust the internal audit plan, as necessary, in response to changes in business, risks, operations, programs, systems, and controls.
- Communicate to senior management and the Audit Committee any significant interim changes to the internal audit plan.
- Ensure each engagement of the internal audit plan is executed, including the establishment of objectives and scope, the assignment of appropriate and adequately supervised resources, the documentation of work programs and testing results, and the communication of engagement results with applicable conclusions and recommendations to appropriate parties.
- Follow up on engagement findings and corrective actions, and report periodically to senior management and the Audit Committee any corrective actions not effectively implemented.
- Ensure the principles of integrity, objectivity, confidentiality, and competency are applied and upheld.
- Ensure that internal audit collectively possesses or obtains the knowledge, skills, and other competencies needed to meet the requirements of the internal audit charter.
- Ensure trends and emerging issues that could impact Metair are considered and communicated to senior management and the Audit Committee as appropriate.
- Ensure emerging trends and successful practices in internal auditing are considered.
- Establish and ensure adherence to policies and procedures designed to guide internal audit.
- Ensure adherence to relevant policies and procedures, unless such policies and procedures conflict with the internal audit charter. Any such conflicts will be resolved or otherwise communicated to senior management and the Audit Committee.
- Ensure that internal auditors:
 - Conform with the Global Internal Audit Standards, including the principles of Ethics and Professionalism: integrity, objectivity, competency, due professional care and confidentiality.
 - Understand, respect, meet and contribute to the legitimate and ethical expectations of the organization and be able to recognize conduct that is contrary to those expectations.
 - Encourage and promote an ethics-based culture in the organization.
 - Report organisational behaviour that is inconsistent with the organisation's ethical expectations as described in applicable policies and procedures.
- Ensure that the internal audit function remains free from all conditions that threaten the ability of internal auditors to carry out their responsibilities in an unbiased manner, including matters of engagement selection, scope, procedures, frequency, timing and communication. If the Chief Internal Auditor/ outsourced Internal Audit service provider determines that objectivity may be impaired in fact or appearance, the details of the impairment will be disclosed to appropriate parties.

- Ensure internal audit engagements are performed, documented and communicated in accordance with the Global Internal Audit Standards.
- Coordinate activities and consider relying upon the work of other internal and external providers of assurance and advisory services. If the Chief Internal Auditor/outsourced Internal Audit service provider cannot achieve an appropriate level of coordination, the issue must be communicated to senior management and if necessary, escalated to the board.
- Ensure conformance of internal audit with the Standards, with the following qualifications:
 - If internal audit is prohibited by law or regulation from conformance with certain parts of the Standards, the chief audit executive will ensure appropriate disclosures and will ensure conformance with all other parts of the Standards.
 - If the Standards are used in conjunction with requirements issued by [other authoritative bodies], the chief audit executive will ensure that the internal audit [department/activity] conforms with the Standards, even if the internal audit [department/activity] also conforms with the more restrictive requirements of [other authoritative bodies]

Follow ups:

Internal Audit report on overdue findings and actions raised in audit reports to ensure appropriate and timely action is taken by Management. This will be executed with the Risk Manager who will ensure that Management closes all open findings timely and updates status of progress with reasons if the findings are overdue. Where Management fail to implement the appropriate changes for areas of higher risk, this is reported to respective Audit Committee. A monthly report will be issued by Internal Audit to Management on the results of the re-audit of items that were marked as ready for verification by Management.

The Chief Internal Auditor/ outsourced Internal Audit service provider will report periodically to the board and senior management regarding:

- The internal audit function's mandate.
- The internal audit plan and performance relative to its plan.
- Internal audit budget.
- Significant revisions to the internal audit plan and budget.
- Potential impairments to independence, including relevant disclosures as applicable.
- Results from the quality assurance and improvement program, which include the internal audit function's conformance with the IIA's Global Internal Audit Standards and action plans to address the internal audit function's deficiencies and opportunities for improvement.
- Significant risk exposures and control issues, including fraud risks, governance issues and other areas of focus for the board.
- Results of assurance and advisory services.
- Resource requirements.
- Management's responses to risk that the internal audit function determines may be unacceptable or acceptance of a risk that is beyond Metair's risk appetite.

7. ACCOUNTABILITY OF MANAGEMENT

The Directors and Management of Metair, and its subsidiaries, are responsible and accountable for ensuring and maintaining a sound system of risk management and internal control to provide reasonable assurance regarding the achievement of organisational objectives with respect to control over:

- The effectiveness and efficiency of operations and resources;
- Safeguarding and accounting for assets;
- Ensuring that systems and procedures are in place and used to ensure compliance with applicable laws, regulations, supervisory requirements and internal policies;
- Reliability of reporting (financial and operational data); and
- Behaving responsibly towards stakeholders.
- The Chief Executive Officer and Chief Financial Officer of the Company shall make a statement in the integrated annual report annually confirming:
 - the annual financial statements in the integrated annual report, fairly present in all material respects the financial position, financial performance, and cash flows of the Company in terms of IFRS;
 - no facts have been omitted or untrue statements made that would make the annual financial statements false or misleading;
 - internal financial controls have been put in place to ensure that material information relating to the Company and its consolidated subsidiaries have been provided to effectively prepare the financial statements of the Company; and
 - the internal financial controls are adequate and effective and can be relied upon in compiling the annual financial statements, having fulfilled the role and function within the combined assurance model pursuant to principle 15 of the King IVTM.
- Where they are not satisfied and cannot make such statement, they shall disclose to the Audit Committee and the auditors the deficiencies in design and operational effectiveness of the internal financial controls and any fraud that involves directors; having taken the necessary remedial action.
- In meeting their responsibilities, Management may seek advice from the Internal Auditors. Internal Audit has neither the responsibility nor authority for the management of operating activities. The Internal Auditors are expected to maintain a sound working relationship with those members of management who do have such responsibility and authority.

8. AUTHORITY

The board grants the internal audit function the mandate to provide the board and senior management with objective assurance, advice, insight and foresight.

The internal audit function's authority is created by its direct reporting relationship to the board. Such authority allows for unrestricted access to the board.

The internal audit function is authorised to:

- Have unrestricted access to all functions, records, property and personnel of the Metair in the course of fulfilling its responsibilities. Subject to the confidentiality of information, access may be restricted to the members of the Audit Committee and Metair Senior Management;
- Attend and participate in Audit Committee meetings;
- Allocate resources, set frequencies, select subject, determine scope of work, and apply the techniques required to accomplish internal audit objectives;
- Obtain the necessary assistance of personnel in the business units of Metair where they perform audits, as well as specialised services from within or outside the Group; and
- Undertake special investigations as and when required, following up with subsequent legal action as deemed appropriate. The internal audit function to be supplemented as required by specialist services such as forensic fraud examiners, etc.

The internal audit function will not assume operating responsibilities. When operating responsibilities are assigned to the internal audit function, these activities must be reported at the next meeting of the Audit Committee, special attention must be given to ensure objectivity when a subsequent audit is undertaken in the operating area. Objectivity is presumed to be impaired when the Chief Internal Auditor audits any activity for which he had authority or responsibility within the past year.

Any attempted scope limitation by management will be reported, preferably in writing, to the CEO and the Audit Committee.

Persons transferred to or temporarily engaged by the internal audit function should not be assigned to audit those activities they previously performed until a reasonable period of time has elapsed.

The outsourced internal audit service provider and staff of the internal audit function are not authorised to:

- i. Perform any operational duties for the organisation or its affiliates;
- ii. Initiate or approve accounting transactions external to the internal audit function; and
- iii. Direct the activities of any employee in the organisation not employed by the internal auditing function, except to the extent such employees have been appropriately assigned to auditing teams or to otherwise assist internal audit.

Internal audit staff generally do not assume a role other than in an advisory capacity in the design, installation or operation of control procedures.

9. STANDARDS OF AUDIT PRACTICE

Internal audit will govern itself by adherence to the mandatory elements of The Institute of Internal Auditors' International Professional Practices Framework, including the Core Principles for the Professional Practice of Internal Auditing, the Code of Ethics, the International Standards for the Professional Practice of Internal Auditing, and the Definition of Internal Auditing. The Chief Internal Auditor/outsourced Internal Audit service provider will report periodically to senior management and the Audit Committee regarding the internal audit's conformance to the Code of Ethics and the Standards.

This charter will be reviewed and approved by the Audit Committee annually.

The Audit Committee will evaluate the performance of internal audit every year.

An external, independent quality review of the internal audit function should be conducted at least once every five years.

Circumstances may justify a follow-up discussion between the Chief Internal Auditor/ outsourced Internal Audit service provider, board and senior management on the internal audit mandate or other aspects of the internal audit charter. Such circumstances may include but are not limited to:

- A significant change in the Global Internal Audit Standards.
- A significant acquisition or reorganisation within the organisation.
- Significant changes in the chief audit executive, board and/or senior management.
- Significant changes to the organisation's strategies, objectives, risk profile or the environment in which the organization operates.
- New laws or regulations that may affect the nature and/or scope of internal audit services.

10. OPERATIONAL PLANNING

The parameters for the internal audit function's operations functioning must be set as follows:

- i. staffing - high-level issues relating to the staffing of the function (e.g. training ground for management, skill sets, educational backgrounds, previous experience etc.) are addressed. Also, the following matters are covered: preparation of written job descriptions for the various levels;
 - methods of recruiting and selection;
 - providing training and appropriate continuing professional educational opportunities for staff;
 - evaluating performance at least on a periodic basis; and
 - counselling each member of the staff with respect to his performance and professional development;
- ii. budgeting systems;
- iii. tools and methodologies;
- iv. internal audit planning - the underlying principles and process of preparation and approval of the annual plan of activities, setting out the intended scope of the work during the upcoming period(s) are formalised in writing. Identification and prioritisation of audit areas is to be based on the assessment of risks pertaining to the achievement of the company's objectives and the related audit significance. Such a risk analysis and determination of audit significance is the basis for the formal assessment of audit needs and the strategic audit plan. The strategic audit plan should set out the frequency and the depth of coverage for each auditable area. For all major audit activities this would normally ensure that the most significant audit areas are audited frequently and all auditable areas are covered within the strategic planning period. A strategic audit plan, which ensures coverage of the company's operations as a whole, over a time frame of three to five years, is to be maintained and reviewed every year. An annual audit plan including priority, timing and resource requirements is to be prepared for each year.

For each audit, an individual plan is to be prepared and is to be approved by the outsourced internal audit service provider;
- v. performance metrics;
- vi. quality assurance;
- vii. communication strategy - the objectives are to secure that, within the company, all relevant entities and staff are aware of the purpose, organisational status and added value that internal audit brings. A deliberate communication strategy enhances the effectiveness of the function; and
- viii. reporting - internal audit should be supported by an appropriate reporting protocol. This protocol holds that all reports in terms of factual findings and proposed action only, are agreed with management of the company being audited, before they are submitted to higher management levels or the Audit Committee. The only possible exception is where management fraud is suspected. The reporting frequency, style and distribution should be documented as follows in each report generated:

11. COMBINED ASSURANCE

Internal Audit operates within the third line of defence as an independent assurance provider. Internal Audit's Combined Assurance responsibilities include:

- Review of management self-assessment on the status of internal controls as outlined in the Risk and Control Matrices
- Internal Audit to provide an independent assessment of internal controls both design and operational effectiveness.
- Share information and coordinate activities with other internal and external providers of assurance and consulting services to ensure appropriate coverage and to minimise duplication of effort; and
- Performing and reporting on allocated assurance activities per the Internal Audit plan.

12.REPORTING

Reports will be prepared and issued to management following the completion of each audit. The contents will be discussed with the management of the business units audited prior to the report being finalised and distributed. Regular reports highlighting audit area findings per business unit and summarising internal audit activities shall be provided to the Chairman of the Audit Committee and reported on at the AuditCommittee meetings.

13.ASSESSMENT OF EFFECTIVENESS OF INTERNAL AUDIT FUNCTION

The Audit Committee should annually assess the effectiveness of the internal audit function. Internal audit should be assessed against the following criteria:

- i. Achievement of the annual risk based internal audit plan. This assessment should illustrate that the internal audit functions regularly review the organisational risk profile and update the internal audit plan if necessary thereafter;
- ii. Compliance with IIA's professional standards inclusive of quality assurance assessments on the level of compliance achieved;
- iii. Achievement of reporting protocols through management to the Audit Committee;
- iv. Timeliness of reporting of findings and activities;
- v. Responsiveness to changing business/operational environment;
- vi. Management's acceptance of the internal audit findings;
- vii. Quality and relevance of the annual assessment reports;
- viii. Level of cooperation and interaction with other assurance providers within the agreed combined assurance approach;
- ix. Maintenance of adequate staffing/sourcing levels to achieve the required to meet the requirements of this charter; and
- x. Meeting the budget allocated to internal audit.

14.APPROVAL

Reviewed and approved by the Audit Committee on 23 July 2025

Approved by Board on 30 July 2025